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PHILIP VERWEY FARMS

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In Re
PG&E CORPORATION
and
PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.

☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Corporation
☒ Affects both Debtors

**All papers shall be filed in the Lead Case No. 19-30088 DM

Bankruptcy Cases
19-30088-DM (Lead Case)
19-30089-DM

(Jointly Administered)

**SUPPLEMENTAL REPLY IN RESPONSE
IN SUPPLEMENTAL OPPOSITION TO
PHILIP VERWEY FARMS' ("PVF")
MOTION FOR RELIEF FROM
AUTOMATIC STAY TO EXERCISE
SETOFF PURSUANT TO 11 U.S.C. §§ 362
AND 553**

(In regards to ECF No. 1141-1152, 1817, 3215, 3216)

Date: July 31, 2019
Time: 9:30 am
Place: United States Bankruptcy Court,
Courtroom 17, 16th Floor, San Francisco, CA
94102

1 TO THE COURT AND ALL PARTIES AND THEIR RESPECTIVE ATTORNEYS OF RECORD:

2 Creditor Philip Verwey d/b/a Philip Verwey Farms (hereinafter, "PVF"), by and through his
3 undersigned counsel, hereby submits this supplemental reply in response to Debtors PG&E
4 Corporation's and Pacific Gas and Electric Company's (collectively, "PG&E") *Supplemental*
5 *Preliminary Response In Opposition To Philip Verwey Farms' Motion For Relief From Automatic*
6 *Stay To Exercise Setoff Pursuant to 11 U.S.C. §§ 362 and 553* (hereinafter, "Supp. Opposition"). (See
7 ECF No. 3215.) On May 2, 2019, PG&E filed their original *Preliminary Response In Opposition To*
8 *Philip Verwey Farms' Motion For Relief From Automatic Stay To Exercise Setoff Pursuant to 11*
9 *U.S.C. §§ 362 and 553* (hereinafter, "Opposition") and PVF filed their Reply to Preliminary Response
10 In Opposition To Philip Verwey Farms' Motion For Relief From Automatic Stay To Exercise Setoff
11 (hereinafter, "Reply"), both of which were in response to PVF's *Motion for Relief From Automatic*
12 *Stay To Exercise Setoff Pursuant to 11 U.S.C. §§ 362 and 553* (hereinafter, "Motion"). (See ECF No.
13 1142-1152, 1817-1818.)

14 The Supp. Opposition makes two additional arguments from the original Opposition, filed
15 May 2, 2019, arguing (1) PVF has not demonstrated the mutuality necessary to assert a setoff and (2)
16 setoff should not be effected until PVF's claims are allowed for a liquidated amount. In short, the
17 Supp. Opposition fails to carry their burden to show PVF's setoff claim is precluded.

18 **1. PVF Has Demonstrated The Elements Necessary To Effect A Setoff**

19 The Supp. Opposition first argues that PVF's lost revenue damages against PG&E appear to
20 belong to Philip Verwey Dairy, Inc. ("PVD"), a separate legal entity, and provides "[n]owhere in
21 PVF's moving papers or reply is there an explanation of the [PVD's] role or relationship to PVF."
22 PVF asserts, and continues to assert, that the damages claimed by PVF belong to and were sustained
23 by PVF, as evidenced in the proofs of claim.

24 To the extent the insurance documents, particularly the accounting report furnished by the
25 carrier (HSNO Report), identifies the insured as "Philip Verwey Dairy, Inc." ("PVD), the claims were
26 made on behalf of PVF for damages incurred by PVF on its property. Just like any other insurance
27 product, any claim made under a policy will list the primary name as insured regardless of other
28 ~~insured parties covered under the policy. PVF's lost profits claim are held by itself, and therefore,~~

1 should be attributable to PVF for the underlying general damages claim.

2 The Supp. Opposition next claims that a portion of the prepetition balances owing to PG&E
3 were incurred by different legal entities lacking the required mutuality and cannot be used for setoff.
4 Supp. Opposition, pg. 4. It is no secret that PVF also operates Hanford Renewable Energy LLC
5 (“**HRE**”) and Madera Renewable Energy LLC (“**MRE**”) in tandem with PVF’s dairy cattle business.
6 (Verwey Decl. ¶ 2, ECF No. 1145.) PVF considers the properties it owns as one business and operates
7 them out of one centralized headquarters and thus asserts both the Usage Charges and Interconnection
8 Charges¹ belong to PVF to support its setoff claims. To the extent the Court finds PVF cannot use the
9 portion of Usage Charges and Interconnection Charges billed to other entities such as HRE or MRE
10 to effect a setoff, mutuality still exists based on the remaining Usage Charges. It is undisputable, and
11 PG&E has not attempted to persuade otherwise, that the bulk of the Usage Charges are billed directly
12 under PVF, which is the same party asserting the general damages to effect a setoff. (*See* Motion,
13 Exhibit F, ECF No. 1150-51.)

14 Lastly, the Supp. Opposition argues the timing requirement is not met because “many of the
15 bills are dated post-petition” and the it is “confusing how the total Usage Charges...were calculated.”
16 (Supp. Opposition, pg. 4.) This argument brushes over the obvious, which is that the Usage Charges
17 were calculated from bills prepared by PG&E, received directly from PG&E, and for which PG&E
18 has in its possession. Within a billing statement, there is a “billing cycle” that details the dates service
19 was provided, the amount charged for that billing cycle, and the statement date given after the charges
20 were incurred. PVF used the information, which is equally available to PG&E, to calculate the Usage
21 Charges by examining the billing cycle, the amounts charged, and using the usage for only the
22 prepetition dates. A simple review of PG&E’s own billing statements would provide the information
23 necessary to compute the same.

24 Even if the Court accepts the Supp. Opposition’s disputed amounts at face value, which PVF
25 challenges, PVF has demonstrated it has met the section 553(a) requirements to effectuate a setoff.
26 The timing remains satisfied because PVF’s damages claim occurred prepetition, which are at a

27 ¹ These terms are defined in the Motion. *See* Verwey Declaration, Docket No. 1143.
28

1 minimum \$284,462.61 by the Supp. Opposition's account not including the lost profits, and the Usage
2 Charges occurred prepetition, which are \$263,811.21 at a minimum by the same token. Mutuality is
3 also satisfied because there exists mutual debts due and owing between the same parties in the same
4 capacity. The Usage Claims clearly belong to PVF being that it was listed on the PG&E billing
5 statements. (Verwey Decl., Exhibits D and E, ECF Nos. 1150-51.) Vice versa, PVF's general damages
6 claim against PG&E clearly belong to PVF being that "all the invoices that were submitted in support
7 of the motion to establish property damage are billed to PVF." (Supp. Opposition, pg. 7.)

8 **2. The Mutual Debts Are Not Required To Be Liquidated To Effect A Setoff**

9 The Supp. Opposition also argues that a setoff should not be effected because of the
10 speculative, "soft" nature of the lost profits claim and the inability or unwillingness of PVF to provide
11 documentation to substantiate its claims. But, this proposition is wholly inaccurate and misleading
12 because it creates the implication that PVF has purposefully withheld information to preclude PG&E's
13 assessment of how the amounts were calculated. But the opposite is actually true, where PVF has
14 submitted detailed invoices from actual services received that showed the dates of repair, the damaged
15 and burnt equipment requiring repair, the type of equipment for replacement, the number of units
16 installed with prices, the locations of the repairs, and contains descriptions as to the labor provided.
17 (Verwey Decl., Exhibit B, ECF No. 1147.) PVF has also submitted loss revenue statement from
18 accounting firm Genske, Mulder, & Company ("GMC Report") that computed the lost profits based
19 on records that indicated the operating expenses, milk production by month and year, market pricing
20 to sell such production that varies by month, and the cattle inventory by month and year, including the
21 number of cattle pregnant, bred, open, sold, died, received treatment due to injury or illness, dry, and
22 the active lactating herd with peak milk productions. (Verwey Decl., Exhibit B, ECF No. 1147.) This
23 shows the documents supporting PVF's lost profits are based on quantifiable, industry-backed data
24 with actual real market conditions applied.

25 In addition, PVF provided an report from its insurance carrier compiled by Hagen, Streiff,
26 Newton, Oshiro, Accountants PC that also analyzed the lost profits ("HSNO Report"). (Verwey Decl.,
27 Exhibit A, ECF No.1146.) As early as October 2018, the HSNO Report confirmed that the power
28 surges "damaged the insured's equipment resulting in lost milk production" and as a result of the

1 power surges, manual labor was required for activities that were normally automated and the dairy
2 farm was not able to cool the barns. (Verwey Decl., Exhibit A, ECF No. 1146.) However, the HSNO
3 report provided the full lost profits analysis was not comprehensive in nature and were only calculated
4 up to the extent of the policy limits. (Verwey Decl., Exhibit A.) To calculate the actual loss of income
5 beyond the policy limit required more financial data than the 10 months provided and information
6 affecting production. (Verwey Decl., Exhibit A.) This is the exact data the GMC Report used to
7 calculate the loss revenue statement for PVF's claims and is included in the attachments. (Verwey
8 Decl., Exhibit B, ECF No. 1147.) Clearly, the information that PG&E requires to "assess" how the
9 claimed amounts were calculated and the assumptions on which they were based have been
10 thoroughly provided to PG&E.

11 The Supp. Opposition also conveniently overlooks established state law that permits both
12 statutory and equitable setoff for mutual debts for unliquidated and disputed claims. Code of Civil
13 Procedure section 431.70 allows for statutory setoff where cross demands for money have existed
14 between persons at any point in time. Under equitable set-off, a "court of equity will compel a set-off
15 when mutual demands are held under such circumstances that one of them should be applied against
16 the other and only the balance recovered." *Harrison v. Adams*, 20 Cal.2d 646, 648 (1942). Again, the
17 mere fact that the demand of a party has not been reduced to judgment is no obstacle to its allowance
18 as set-off against a judgment. *Id.* at 649 (quoting *Machado v. Borges*, 170 Cal. 501, 502 (1915). "This
19 principle of setoff off is not limited to judicial proceedings...[and] applies between parties to
20 extinguish the debt even though no action is pending." *Murchison v. Murchison*, 219 Cal. App. 2d
21 600, 606 (1963.)

22 **3. The Facts Underlying PVF's Motion Justify Relief**

23 PVF makes no argument against PG&E's interest in formulating and implementing an
24 effective reorganization plan under Chapter 11. However, this Court recognized that it "must analyze
25 each... request for relief from stay on a case-by-case basis" and that compelling circumstances can
26 justify relief now notwithstanding the complexity and length of potential litigation or the near-end
27 status in liquidating claims. (See Memorandum Decision on Motions For Relief From Stay, pg. 4-5,
28 ECF 1982)

1 First, PVF and PG&E are legally and factually distinguishable from the other tort/personal
2 injury claims because the parties have mutually owing debts to each other that are not truly in dispute
3 as to their existence, though they are in dispute as to amount. Even so, disputed and contingent claims
4 may be used to effect a setoff pursuant to bankruptcy and state law.

5 Second, this Motion is ripe and mature for this Court to determine PVF's setoff rights. The
6 prepetition amounts have been incurred on both sides and PG&E has apparently recognized the need
7 for this Court to determine the instant Motion providing "[l]itigation (accompanied by discovery)
8 appears to be necessary to determine whether PVF's claim should be allowed, and if so for how
9 much." This demonstrates not only the ripeness of the issue but also highlights the urgent need for this
10 Court's intervention and resolution.

11 Third, granting PVF relief would not prejudice PG&E because the Court evaluates each
12 motion for relief on a case-by-case and only upon an affirmative showing of the requisite compelling
13 circumstances will this Court grant such relief. PG&E's grouping of all 4,000 proofs of claim as if
14 they were exactly the same without consideration as to the actual facts or circumstances of the
15 damages and creditors is not only against the Court's duty to evaluate cases and motions fairly, but is
16 fundamentally unfair.

17 Lastly, PVF is, and remains, seriously prejudiced by the real threat of substantial business
18 impairment. Without relief, PG&E holds the unilateral ability to take action on the prepetition usage
19 and interconnection charges leaving PVF with absolutely no recourse. The policy behind bankruptcy's
20 automatic stay is to act as "a shield, *not a sword*, that should help the debtor deal with his bankruptcy
21 for the benefit of himself and his creditors." *In re Scarborough-St. James Corp.*, No. 15-10625, 2015
22 WL 494003 (Bankr. D. Del. Aug. 18, 2015) (quoting *In re Residential Capital, LLC*, 2012 WL
23 3249641, *2 (Bankr. S.D.N.Y. Aug. 7, 2012). Such policies would not be served here without due
24 consideration of the merits and facts surrounding each motion for relief.

25 PVF respectfully requests this Court grant PVF the relief requested in its Motion, for
26 declaratory relief regarding the injunction and granting relief from the automatic stay to exercise a
27 setoff. To the extent the Court should grant the Motion, PVF requests relief to effectuate a setoff by all
28 ~~remedies available including but not limited to, pursuing and prosecuting action against PG&E to~~

1 determine all general damages and setoff amounts. To the extent this Court should deny the Motion,
2 PVF requests adequate protection from the Debtors to protect it against any loss in value to any of its
3 claims by granting injunctive and/or declaratory relief under its authority under Section 105(a) of the
4 Bankruptcy Code to prevent disruption, suspension, disconnection, or otherwise interference with
5 PVF's utility services on account of unpaid prepetition charges until resolution of PVF's claims.
6

7 Dated: July 30, 2019

McCORMICK, BARSTOW, SHEPPARD,
WAYTE & CARRUTH LLP

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9
10 By: /s/ H. Annie Duong
11 H Annie Duong
12 Attorneys for Creditor
13 PHILIP VERWEY d/b/a
14 PHILIP VERWEY FARMS
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1 **PROOF OF SERVICE**

2 **STATE OF CALIFORNIA, COUNTY OF FRESNO**

3 At the time of service, I was over 18 years of age and **not a party to this action**. I am
4 employed in the County of Fresno, State of California. My business address is 7647 North Fresno
Street, Fresno, CA 93720.

5 On July 30, 2019, I served true copies of the following document(s) described as:

6 **REPLY TO PRELIMINARY RESPONSE IN OPPOSITION TO PHILIP VERWEY**
7 **FARMS' ("PVF") MOTION FOR RELIEF FROM AUTOMATIC STAY TO EXERCISE**
SETOFF PURSUANT TO 11 U.S.C. §§ 362 AND 553

8 on the interested parties in this action as follows:

9 **SEE ATTACHED SERVICE LIST**

10 **BY MAIL:** I enclosed the document(s) in a sealed envelope or package addressed to the
11 persons at the addresses listed in the Service List that opted out of electronic notice by CM/ECF and
12 placed the envelope for collection and mailing, following our ordinary business practices. I am
13 readily familiar with this business's practice for collecting and processing correspondence for mailing.
On the same day that the correspondence is placed for collection and mailing, it is deposited in the
ordinary course of business with the United States Postal Service, in a sealed envelope with postage
fully prepaid.

14 **BY CM/ECF NOTICE OF ELECTRONIC FILING:** I electronically filed the document(s)
15 with the Clerk of the Court by using the CM/ECF system. Participants in the case who are registered
16 CM/ECF users will be served by the CM/ECF system. Participants in the case who are not registered
CM/ECF users will be served by mail or by other means permitted by the court rules.

17 I declare under penalty of perjury under the laws of the State of California that the foregoing is
true and correct.

18 Executed on July 30, 2019, at Fresno, California.

19
20 /s/ Dawn M. Houston
Dawn M. Houston
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